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October 18, 2007

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BY E-FILING

Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E Street, S.W.
Suite 101
Washington, D.C. 20423-0001

Subject: Finance Docket No. 35081 – *Canadian Pacific Railway Company, et al* –
Control – Dakota Minnesota & Eastern Railroad Corporation, et al.

Dear Secretary Williams:

Enclosed for filing in the above proceeding is the Metra Motion in Opposition to
Procedural Schedule.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Robert P. vom Eigen'.

Robert P. vom Eigen

RVE: sak

Encls:

cc: Michael C. Noland (w/encls.)
Parties of Record (w/ encls.)

**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.**

Finance Docket No. 35081

**Canadian, Pacific Railway Company, *et al.* – Control –
Dakota, Minnesota & Eastern Railroad Corp., *et al.***

Metra Reply in Opposition to Applicants' Motion to Establish a Procedural Schedule

The Commuter Rail Division of the Regional Transportation Authority, a Division of a Municipal Corporation, d/b/a "Metra," through its undersigned counsel, offers the following reply in opposition to the procedural schedule proposed by Applicants in their motion filed with the Application by Canadian Pacific Railway Company ("CPRC"), *et al* for approval of control of Dakota, Minnesota and Eastern Railroad Corporation ("DM&E") and Iowa, Chicago & Eastern Railroad Corporation ("IC&E"), in this docket on October 5, 2007.

Metra is the commuter rail authority serving the Chicago metropolitan area, and it transports more than 300,000 passengers each business day in approximately 700 trains serving more than 240 stations. Metra operates commuter service over several routes within the Chicago Metropolitan area, including routes that extend into Northern Indiana and Southeastern Wisconsin.

Metra has concerns about the expedited procedural schedule proposed for consideration of the Application for CPRC's acquisition of control of DM&E and IC&E by CPRC.

Specifically, Metra has unresolved questions about the potential impact of CPRC's Application and how it could affect Metra's operations between Elgin and Chicago over its line which it shares between Pingree Grove and Chicago with CPRC and IC&E pursuant to agreements dating back to 1985, as modified in 2003 as a result of IC&E's acquisition of the assets of I&M Rail Link, LLC and related transactions that resulted in the control of IC&E by DM&E. *See Iowa, Chicago & Eastern RR Corp – Acquisition and Operation Exemption – Lines of I&M Rail Link, LLC*, STB Finance Docket No. 34177 (July 22, 2002).

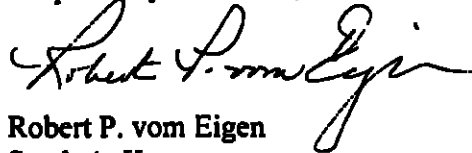
Metra has scheduled a meeting with CPRC to evaluate the issues surrounding CPRC's acquisition of control of DM&E and IC&E. Metra is hopeful that all outstanding issues can be resolved through this and subsequent meetings. However, Metra is concerned that the time pressures imposed by Applicants' motion for filing a case in opposition to the proposed transaction could interfere with achieving a voluntary resolution of these issues. That will impose potentially unnecessary expenses on this public agency, and is inconsistent with the Board's policy of favoring voluntary settlement of disputes. *See, e.g., Canadian National Railway Company – Control – Illinois Central Corp.*, STB Finance Docket No. 33556 (Oct. 16, 1998) (citing *CSX Corp and CSX Transportation Inc – Control and Operating Leases/Agreements – Conrail Inc*, STB Finance Docket No. 33388 (July 23, 1998) where the Board noted its "direction that, whenever possible, disputes should be resolved by negotiated settlement between affected parties, rather than addressed by a resolution imposed by government decree").

Applicants' proposed procedural schedule currently allows interested parties 84 days after the application is filed to pursue discovery and to file comments and evidence. Metra asks that the Board delay the due date for the submission of comments, protests, requests for

conditions, other opposition and evidence an additional two weeks, until January 15, 2008, with responses due on February 15, 2008, and service of the final decision to occur on April 3, 2008 as currently proposed.

Michael Noland
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Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robert P. vom Eigen". The signature is fluid and cursive, with the first name "Robert" and last name "Eigen" being more prominent than the middle initial "P. vom".

Robert P. vom Eigen
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Counsel for Metra

Dated: October 18, 2007

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing Reply by the Commuter Rail Division of the Regional Transportation Authority, a Division of a Municipal Corporation d/b/a "Metra," in Opposition to Applicants' Motion to Establish a Procedural Schedule to be served by first class mail, postage pre-paid, this 18th day of October 2007, on the persons listed in 49 C.F.R. § 1180.4(c)(5) as follows.

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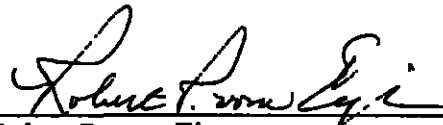
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